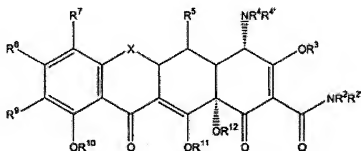


LISTING OF THE CLAIMS:

This listing of claims will replace all prior versions of the claims and listing of the claims in the application:

1. **(Previously Presented)** A substituted tetracycline compound, wherein said compound is of the formula:



(I)

wherein:

- X is CR⁶R⁶;
- R² is hydrogen;
- R⁴ and R⁴' are each alkyl;
- R², R³, R¹⁰, R¹¹ and R¹² are each hydrogen;
- R⁵ is hydrogen or hydroxyl;
- R⁶ and R⁶' are each independently hydrogen or alkyl;
- R⁷ is hydrogen or NR^{7c}C(=W')WR^{7a};
- R⁸ is hydrogen;
- R⁹ is hydrogen or NR^{9c}C(=Z')ZR^{9a};
- Z is O;
- Z' is O or S;

R^{9a} is substituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted alkoxy, substituted or unsubstituted arylsulfonyl, substituted or unsubstituted alkoxycarbonyl, substituted or unsubstituted arylcarbonyl, or substituted or unsubstituted phenyl,

wherein said substituted alkyl is substituted with halogen, amino, hydroxyl, alkoxy, alkylcarbonyloxy, alkylloxycarbonyl, arylcarbonyloxy, alkoxycarbonylamino, alkoxycarbonyloxy, aryloxycarbonyloxy, carboxylate, alkylcarbonyl, alkylaminoacarbonyl, arylalkyl aminocarbonyl, alkenylaminocarbonyl, alkylcarbonyl, arylcarbonyl, aminoalkyl, arylalkylcarbonyl, alkenylcarbonyl, alkoxycarbonyl, silyl, aminocarbonyl, alkylthiocarbonyl, phosphate, aralkyl, phosphonato, phosphinato, cyano, acylamino, amido, imino, sulfhydryl, alkylthio, sulfate, arylthio, thiocarboxylate, alkylsulfinyl, sulfonato, sulfamoyl, sulfonamido, nitro, cyano, azido, heterocyclyl, alkylaryl, aryl or heteroaryl;

further wherein said substituted alkenyl, substituted alkynyl, substituted alkoxy substituted arylsulfonyl, substituted alkoxycarbonyl, substituted arylcarbonyl, or substituted phenyl is substituted with halogen, amino, alkyl, alkenyl, alkynyl, hydroxyl, alkoxy, alkylcarbonyloxy, alkylloxycarbonyl, arylcarbonyloxy, alkoxycarbonylamino, alkoxycarbonyloxy, aryloxycarbonyloxy, carboxylate, alkylcarbonyl, alkylaminoacarbonyl, arylalkyl aminocarbonyl, alkenylaminocarbonyl, alkylcarbonyl, arylcarbonyl, aminoalkyl, arylalkylcarbonyl, alkenylcarbonyl, alkoxycarbonyl, silyl, aminocarbonyl, alkylthiocarbonyl, phosphate, aralkyl, phosphonato, phosphinato, cyano, acylamino, amido, imino, sulfhydryl, alkylthio, sulfate, arylthio, thiocarboxylate, alkylsulfinyl, sulfonato, sulfamoyl, sulfonamido, nitro, cyano, azido, heterocyclyl, alkylaryl, aryl or heteroaryl;

R^{9c} is hydrogen;

W is CR^{7d}R^{7e}, NR^{7b} or O;

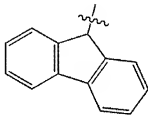
W' is O or S;

R^{7a}, R^{7b}, R^{7c}, R^{7d}, and R^{7e} are each independently hydrogen, alkyl, alkenyl, alkynyl, alkoxy, arylsulfonyl, alkoxycarbonyl, arylcarbonyl, alkylamino, phenyl or absent;

or a pharmaceutically acceptable salt thereof, provided that R⁹ is not hydrogen when R⁷ is hydrogen.

2. **(Canceled)**
3. **(Canceled)**
4. **(Previously Presented)** The compound of claim 1, wherein R⁴ and R^{4'} are each methyl.
5. **(Canceled)**
6. **(Original)** The compound of claim 4, wherein R⁵ is hydrogen.
7. **(Original)** The compound of claim 6, wherein X is CH₂, and R⁷ is hydrogen.
8. **(Canceled)**
9. **(Previously Presented)** The compound of claim 4, wherein R⁵ is hydroxyl and X is CHR⁶.
10. **(Previously Presented)** The compound of claim 9, wherein R⁶ is CH₃.

11. **(Original)** The compound of claim 1, wherein R^9 is $NR^{9c}C(=Z')ZR^{9a}$.
12. **(Canceled)**
13. **(Original)** The compound of claim 11, wherein Z' is oxygen.
14. **(Withdrawn)** The compound of claim 11, wherein Z' is sulfur.
- 15-18. **(Canceled)**
19. **(Previously Presented)** The compound of claim 11, wherein R^{9a} is selected from the group consisting of substituted alkyl, substituted or unsubstituted alkynyl, or substituted or unsubstituted phenyl.
20. **(Canceled)**
21. **(Previously Presented)** The compound of claim 19, wherein said substituted alkyl is substituted with one or more substituents selected from the group consisting of alkoxy, carbonyl, amino, aryl, carbonyl, halogen, hydroxy, alkylamino, alkoxy, or aryl.
22. **(Canceled)**
23. **(Previously Presented)** The compound of claim 19, wherein said substituted alkyl is substituted with an aryl group.
24. **(Original)** The compound of claim 23, wherein said aryl group is phenyl.
25. **(Withdrawn)** The compound of claim 19, wherein said substituted alkyl is substituted with one or more halogens.
26. **(Withdrawn)** The compound of claim 25, wherein said halogen is bromine.
- 27-29. **(Canceled)**
30. **(Withdrawn)** The compound of claim 1, wherein R^{9a} is substituted or unsubstituted phenyl.
31. **(Canceled)**
32. **(Previously Presented)** The compound of claim 11, wherein R^{9a} comprises the group:



33. (Canceled)

34. (Withdrawn) The compound of claim 30, wherein said phenyl is substituted with one or more substituents selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, alkoxy, aryloxy, alkylcarbonyl, arylcarbonyl, alkoxycarbonyl, aryloxy carbonyl, amido, halogen, nitro, azo, alkyl sulfonyl, and arylsulfonyl.

35. (Withdrawn) The compound of claim 34, wherein said substituent is alkyl.

36. (Withdrawn) The compound of claim 35, wherein said alkyl is unsubstituted.

37. (Withdrawn) The compound of claim 35, wherein said alkyl is methyl.

38. (Withdrawn) The compound of claim 35, wherein said alkyl is substituted with one or more halogens.

39. (Withdrawn) The compound of claim 34, wherein said substituent is alkoxy and further wherein said alkoxy is methoxy.

40. (Withdrawn) The compound of claim 34, wherein said substituent is selected from the group consisting of alkylcarbonyl, arylcarbonyl, alkoxycarbonyl, aryloxy carbonyl, and amido.

41-55. (Canceled)

56. (Withdrawn) The compound of claim 1, wherein R^7 is $NR^{7c}(=W')WR^{7a}$.

57. (Withdrawn) The compound of claim 56, wherein R^9 is hydrogen.

58. (Withdrawn) The compound of claim 57 wherein R^{7c} is hydrogen.

59. (Withdrawn) The compound of claim 57, wherein W' is O.

60. (Withdrawn) The compound of claim 57, wherein W' is S.

61. (Withdrawn) The compound of claims 59 or 60, wherein W is NR^{7b} .

62. (Withdrawn) The compound of claims 59 or 60, wherein W is O.

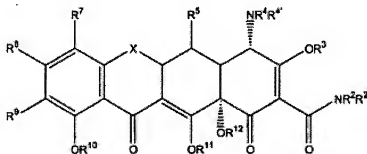
63. (Withdrawn) The compound of claim 57, wherein R^{7a} is selected from the group consisting of alkyl, alkenyl, alkynyl and phenyl.

64. (Withdrawn) The compound of claim 63, wherein R^{7a} is substituted or unsubstituted alkyl.

65. (Withdrawn) The compound of claim 64, wherein said alkyl is substituted with an aryl group.

66. (Canceled)

82. **(Previously Presented)** A pharmaceutical composition comprising a therapeutically effective amount of a substituted tetracycline compound and a pharmaceutically acceptable carrier, wherein said substituted tetracycline is of the formula:



①

Z' is O or S;

R^{9a} is substituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted alkoxy, substituted or unsubstituted arylsulfonyl, substituted or unsubstituted alkoxycarbonyl, substituted or unsubstituted arylcarbonyl, or substituted or unsubstituted phenyl;

wherein said substituted alkyl is substituted with halogen, amino, hydroxyl, alkoxy, alkylcarbonyloxy, alkylloxycarbonyl, arylcarbonyloxy, alkoxycarbonylamino, alkoxycarbonyloxy, arylloxycarbonyloxy, carboxylate, alkylcarbonyl, alkylaminoacarbonyl, arylalkyl aminocarbonyl, alkenylaminocarbonyl, alkylcarbonyl, arylcarbonyl, aminoalkyl, arylalkylcarbonyl, alkenylcarbonyl, alkoxycarbonyl, silyl, aminocarbonyl, alkylthiocarbonyl, phosphate, aralkyl, phosphonato, phosphinato, cyano, acylamino, amido, imino, sulfhydryl, alkylthio, sulfate, arylthio, thiocarboxylate, alkylsulfinyl, sulfonato, sulfamoyl, sulfonamido, nitro, cyano, azido, heterocyclyl, alkylaryl, aryl or heteroaryl;

further wherein said substituted alkenyl, substituted alkynyl, substituted alkoxy, substituted arylsulfonyl, substituted alkoxycarbonyl, substituted arylcarbonyl, or substituted phenyl is substituted with halogen, amino, alkyl, alkenyl, alkynyl, hydroxyl, alkoxy, alkylcarbonyloxy, alkylloxycarbonyl, arylcarbonyloxy, alkoxycarbonylamino, alkoxycarbonyloxy, arylloxycarbonyloxy, carboxylate, alkylcarbonyl, alkylaminoacarbonyl, arylalkyl aminocarbonyl, alkenylaminocarbonyl, alkylcarbonyl, arylcarbonyl, aminoalkyl, arylalkylcarbonyl, alkenylcarbonyl, alkoxycarbonyl, silyl, aminocarbonyl, alkylthiocarbonyl, phosphate, aralkyl, phosphonato, phosphinato, cyano, acylamino, amido, imino, sulfhydryl, alkylthio, sulfate, arylthio, thiocarboxylate, alkylsulfinyl, sulfonato, sulfamoyl, sulfonamido, nitro, cyano, azido, heterocyclyl, alkylaryl, aryl or heteroaryl;

R^{9c} is hydrogen;

W is $CR^{7d}R^{7e}$, NR^{7b} or O;

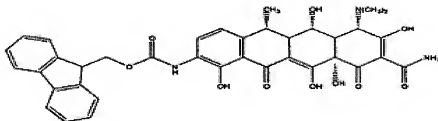
W' is O or S;

R^{7a} , R^{7b} , R^{7c} , R^{7d} , and R^{7e} are each independently hydrogen, alkyl, alkenyl, alkynyl, alkoxy, arylsulfonyl, alkoxycarbonyl, arylcarbonyl, alkylamino, phenyl or absent;

or a pharmaceutically acceptable salt thereof, provided that R^9 is not hydrogen when R^7 is hydrogen.

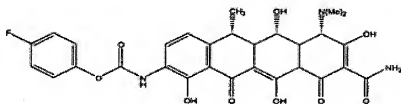
83-102. (Canceled)

103. (Previously Presented) The compound of claim 1, wherein said compound is



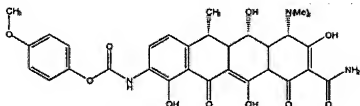
or a pharmaceutically acceptable salt thereof.

104. (Withdrawn) The compound of claim 1, wherein said compound is



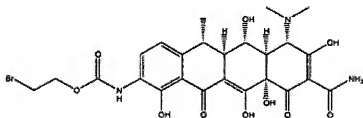
or a pharmaceutically acceptable salt thereof.

105. (Withdrawn) The compound of claim 1, wherein said compound is



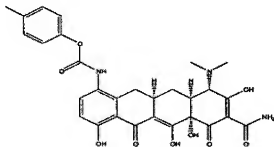
or a pharmaceutically acceptable salt thereof.

106. (Withdrawn) The compound of claim 1, wherein said compound is



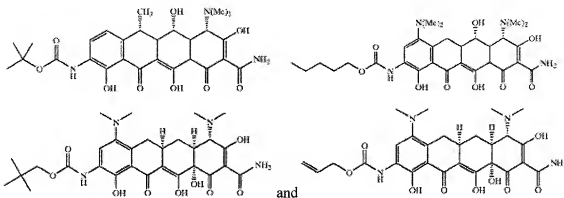
or a pharmaceutically acceptable salt thereof.

107. (Withdrawn) The compound of claim 1, wherein said compound is



or a pharmaceutically acceptable salt thereof.

108. **(Withdrawn)** A substituted tetracycline compound, wherein said compound is selected from the group consisting of



or a pharmaceutically acceptable salt thereof.

109. **(Previously Presented)** The compound of claim 1, wherein said compound is doxycycline 9-carbamic acid 9H-fluoren-9-yl methyl ester or a pharmaceutically acceptable salt thereof.

110. **(Previously Presented)** The compound of claim 1, wherein said compound is FMOCC 9-amino doxycycline or a pharmaceutically acceptable salt thereof.

111. **(Withdrawn)** The compound of claim 1, wherein said compound is 9-(4'-fluorophenyl) doxycycline carbamate or a pharmaceutically acceptable salt thereof.

112. **(Withdrawn)** The compound of claim 1, wherein said compound is 9-(4'-methoxyphenyl) doxycycline carbamate or a pharmaceutically acceptable salt thereof.

113-116. **(Canceled)**

117. **(Withdrawn)** The compound of claim 1, wherein said compound is 9-(2'-bromoethyl) doxycycline carbamate or a pharmaceutically acceptable salt thereof.

118. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-(4'-methylphenyl) sancycline carbamate or a pharmaceutically acceptable salt thereof.

119. **(Withdrawn)** The compound of claim 1, wherein said compound is doxycycline 7-carbamic acid 7H-fluoren-7-yl methyl ester or a pharmaceutically acceptable salt thereof.

120. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-(naphthyn-1-yl) doxycycline urea or a pharmaceutically acceptable salt thereof.

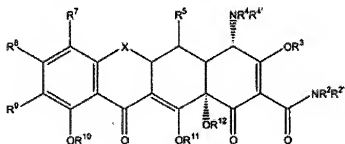
121. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-(3-methyl-1-butyl) doxycycline urea or a pharmaceutically acceptable salt thereof.

122. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-phenyl doxycycline urea or a pharmaceutically acceptable salt thereof.
123. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-t-butyl doxycycline urea or a pharmaceutically acceptable salt thereof.
124. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-Fmoc amino doxycycline or a pharmaceutically acceptable salt thereof.
125. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-(4'- chloro-2-trifluoromethylphenyl) doxycycline urea or a pharmaceutically acceptable salt thereof.
126. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-(4'- fluorophenyl) doxycycline carbamate or a pharmaceutically acceptable salt thereof.
127. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-(4'- methoxyphenyl) doxycycline carbamate or a pharmaceutically acceptable salt thereof.
128. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-BOC amino doxycycline or a pharmaceutically acceptable salt thereof.
129. **(Withdrawn)** The compound of claim 1, wherein said compound is 7- (naphthyn-1-yl) doxycycline thiourea 5-propanoic acid ester or a pharmaceutically acceptable salt thereof.
130. **(Withdrawn)** The compound of claim 1, wherein said compound is doxycycline 7-thiocarbamic acid 7*H*-fluoren-7-yl methyl ester or a pharmaceutically acceptable salt thereof.
131. **(Withdrawn)** The compound of claim 1, wherein said compound is 7- (naphthyn-1-yl) doxycycline thiourea or a pharmaceutically acceptable salt thereof.
132. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-(3-methyl-1-butyl) doxycycline thiourea or a pharmaceutically acceptable salt thereof.
133. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-phenyl amino doxycycline thiourea or a pharmaceutically acceptable salt thereof.
134. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-t-butyl amino doxycycline thiourea or a pharmaceutically acceptable salt thereof.
135. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-(4'- chloro-2'-trifluoromethylphenyl) doxycycline thiourea or a pharmaceutically acceptable salt thereof.
136. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-(4'- fluorophenyl) doxycycline thiocarbamate or a pharmaceutically acceptable salt thereof.
137. **(Withdrawn)** The compound of claim 1, wherein said compound is 7-(4'- methoxyphenyl) doxycycline thiocarbamate or a pharmaceutically acceptable salt thereof.
138. **(Withdrawn)** The compound of claim 1, wherein said compound is 7- (naphthyn-1-yl) doxycycline urea 5-propanoic acid ester or a pharmaceutically acceptable salt thereof.

139. **(Withdrawn)** A tetracycline compound, wherein said compound is selected from the group consisting of:

9-neopentyl minocycline carbamate;
 9-BOC amino doxycycline;
 9-(n-pentyl) minocycline carbamate;
 9-BOC amino minocycline carbamate;
 9-(n-pentyl) minocycline carbamate;
 9-prop-2'-enyl minocycline carbamate;
 9-ethyl minocycline carbamate;
 9-n-butyl minocycline carbamate
 9-n-but-3-enyl minocycline carbamate; and
 9-i-butyl minocycline carbamate; or a pharmaceutically acceptable salt thereof.

140. **(Withdrawn)** A substituted tetracycline compound, wherein said compound is of the formula:



(I)

wherein:

X is $\text{CHC}(\text{R}^{13}\text{Y}^*\text{Y}), \text{CR}^6\text{R}^6, \text{S}, \text{NR}^6$, or O;

R^2 is hydrogen, alkyl, alkynyl, alkoxy, alkylthio, alkylsulfanyl, alkylsulfonfyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

R^4 and $\text{R}^{4'}$ are each hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfanyl, alkylsulfonfyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

R^2 , R^3 , R^{10} , R^{11} and R^{12} are each hydrogen or a pro-drug moiety;

R^5 is hydrogen, hydroxyl, or a prodrug moiety;

R^6 , $\text{R}^{6'}$, and R^8 are each independently hydrogen, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfanyl, alkylsulfonfyl, alkylamino, arylalkyl, or halogen;

R^7 is dialkylamino;

R^8 is hydrogen;

144. (Canceled)

R^2 , R^3 , R^{10} , R^{11} and R^{12} and are each hydrogen or a pro-drug moiety;

R^5 is hydrogen, hydroxyl, or a prodrug moiety;

R^6 , R^6 , and R^8 are each independently hydrogen, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, or halogen;

R^7 is dialkylamino;

R^8 is hydrogen;

R^{13} is hydrogen, hydroxy, alkyl; alkenyl; alkynyl; alkoxy; alkylthio; alkylsulfinyl; alkylsulfonyl; alkylamino; or an arylalkyl;

Y' and Y are each independently hydrogen; halogen; hydroxyl; cyano, sulfhydryl; amino; alkyl; alkenyl; alkynyl; alkoxy; alkylthio; alkylsulfinyl; alkylsulfonyl; alkylamino; or an arylalkyl;

R^9 is $NR^{9c}C(=Z')ZR^{9a}$;

Z is O;

Z' is O or S;

R^{9a} is unsubstituted or substituted C_3 - C_{10} alkyl, substituted or unsubstituted C_4 - C_{10} alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted alkoxy, substituted or unsubstituted arylsulfonyl, substituted or unsubstituted alkoxy carbonyl, substituted or unsubstituted arylcarbonyl, or substituted or unsubstituted aryl,

wherein said substituted C_3 - C_{10} alkyl is substituted with halogen, hydroxyl, alkoxy, alkylcarbonyloxy, alkyloxycarbonyl, arylcarbonyloxy, alkoxy carbonylamino, alkoxy carbonyloxy, aryloxy carbonyloxy, carboxylate, alkylcarbonyl, alkylamino carbonyl, arylalkyl aminocarbonyl, alkenylaminocarbonyl, alkylcarbonyl, arylcarbonyl, arylalkyl carbonyl, alkenylcarbonyl, alkoxy carbonyl, silyl, aminocarbonyl, alkylthiocarbonyl, phosphate, aralkyl, phosphonate, phosphinate, cyano, acylamino, amido, imino, sulfhydryl, alkylthio, sulfate, arylthio, thiocarboxylate, alkylsulfinyl, sulfonate, sulfamoyl, sulfonamido, nitro, cyano, azido, heterocyclyl, alkylaryl, aryl or heteroaryl;

further wherein said substituted C_4 - C_{10} alkenyl, substituted alkynyl, substituted alkoxy, substituted arylsulfonyl, substituted alkoxy carbonyl, substituted arylcarbonyl, or substituted aryl is substituted with halogen, amino, alkyl, alkenyl, alkynyl, hydroxyl, alkoxy, alkylcarbonyloxy, alkyloxycarbonyl, arylcarbonyloxy, alkoxy carbonylamino, alkoxy carbonyloxy, aryloxy carbonyloxy, carboxylate, alkylcarbonyl, alkylamino carbonyl, arylalkyl aminocarbonyl, alkenylaminocarbonyl, alkylcarbonyl, arylcarbonyl, aminoalkyl, arylalkyl carbonyl, alkenylcarbonyl, alkoxy carbonyl, silyl, aminocarbonyl, alkylthiocarbonyl, phosphate, aralkyl, phosphonate, phosphinate, cyano, acylamino, amido, imino, sulfhydryl, alkylthio, sulfate, arylthio, thiocarboxylate, alkylsulfinyl, sulfonate, sulfamoyl, sulfonamido, nitro, cyano, azido, heterocyclyl, alkylaryl, aryl or heteroaryl; and

R^{9c} is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, arylsulfonyl, alkoxy carbonyl, arylcarbonyl, alkylamino, arylalkyl, aryl, heterocyclic or heteroaromatic; and pharmaceutically acceptable salts thereof.

155. **(Withdrawn)** The compound of claim 140, wherein said compound is minocycline 9-carbamic acid 9*H*-fluoren-9-yl methyl ester or a pharmaceutically acceptable salt thereof.

156. **(Withdrawn)** The compound of claim 140, wherein said compound is Fmoc 9-amino minocycline or a pharmaceutically acceptable salt thereof.

157. **(Withdrawn)** The compound of claim 140, wherein said compound is 9-(4'-fluorophenyl) minocycline carbamate or a pharmaceutically acceptable salt thereof.

158. **(Withdrawn)** The compound of claim 140, wherein said compound is 9-(4'-Methoxyphenyl) minocycline carbamate or a pharmaceutically acceptable salt thereof.